

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

1493296

| OMB APPROVAL | |
|---|---------------|
| OMB Number: | 3235-0076 |
| Expires: | July 31, 2008 |
| Estimated average burden hours per response | 16.00 |

SEC
Mail Processing
Section

SEP 11 2008

Washington, DC
101

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

| SEC USE ONLY | |
|---------------|--------|
| Prefix | Serial |
| DATE RECEIVED | |

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Series A-1 Preferred Stock Financing

Filing Under: (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

VeloMedix, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
280 Sussex Street, San Francisco, CA 94131Telephone Number (Including Area Code)
(650) 587-5179

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

PROCESSED

Brief Description of Business
Medical Devices and Equipment

SEP 18 2008

Type of Business Organization

☒ corporation
☐ business trust☐ limited partnership, already formed
☐ limited partnership, to be formed☐ other (please specify)

THOMSON REUTERS

Actual or Estimated Date of Incorporation or Organization: Month Year ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

DE



GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).**When To File:** A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.**Where To File:** U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.**Copies Required:** Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.**Information Required:** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.**Filing Fee:** There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual)
Burnett, DanielBusiness or Residence Address (Number and Street, City, State, Zip Code)
c/o Theranova LLC, 2686 Middlefield Road, Suite F, Redwood City, CA 94063Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual)
Ceeben Systems, Inc.Business or Residence Address (Number and Street, City, State, Zip Code)
501 Tamalpais Drive, Mill Valley, CA 94941Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual)
Dean, JohnBusiness or Residence Address (Number and Street, City, State, Zip Code)
c/o VeloMedix, Inc., 280 Sussex Street, San Francisco, CA 94131Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual)
Galletti, MarcBusiness or Residence Address (Number and Street, City, State, Zip Code)
c/o Longitude Capital, 240 Greenwich Avenue, Third Floor, Greenwich, CT 06830Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual)
Gold, JeffBusiness or Residence Address (Number and Street, City, State, Zip Code)
c/o Longitude Capital, 240 Greenwich Avenue, Third Floor, Greenwich, CT 06830Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual)
Life Science AngelsBusiness or Residence Address (Number and Street, City, State, Zip Code)
1808-A Embarcadero Road, Palo Alto, CA 94303Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual)
Longitude CapitalBusiness or Residence Address (Number and Street, City, State, Zip Code)
240 Greenwich Avenue, Third Floor, Greenwich, CT 06830

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual)
Ludlum, KenBusiness or Residence Address (Number and Street, City, State, Zip Code)
c/o VeloMedix, Inc., 280 Sussex Street, San Francisco, CA 94131Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing PartnerFull Name (Last name first, if individual)
Theranova LLCBusiness or Residence Address (Number and Street, City, State, Zip Code)
2686 Middlefield Road, Suite F, Redwood City, CA 94063Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ☐ Yes ☒ No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ n/a
Yes ☐ No ☐
3. Does the offering permit joint ownership of a single unit? ☒ Yes ☐ No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

n/a

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

| | | | | | | | | | | | | | | | | | | | | | | | | | |
|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|
| AL | <input type="checkbox"/> | AK | <input type="checkbox"/> | AZ | <input type="checkbox"/> | AR | <input type="checkbox"/> | CA | <input type="checkbox"/> | CO | <input type="checkbox"/> | CT | <input type="checkbox"/> | DE | <input type="checkbox"/> | DC | <input type="checkbox"/> | FL | <input type="checkbox"/> | GA | <input type="checkbox"/> | HI | <input type="checkbox"/> | ID | <input type="checkbox"/> |
| IL | <input type="checkbox"/> | IN | <input type="checkbox"/> | IA | <input type="checkbox"/> | KS | <input type="checkbox"/> | KY | <input type="checkbox"/> | LA | <input type="checkbox"/> | ME | <input type="checkbox"/> | MD | <input type="checkbox"/> | MA | <input type="checkbox"/> | MI | <input type="checkbox"/> | MN | <input type="checkbox"/> | MS | <input type="checkbox"/> | MO | <input type="checkbox"/> |
| MT | <input type="checkbox"/> | NE | <input type="checkbox"/> | NV | <input type="checkbox"/> | NH | <input type="checkbox"/> | NJ | <input type="checkbox"/> | NM | <input type="checkbox"/> | NY | <input type="checkbox"/> | NC | <input type="checkbox"/> | ND | <input type="checkbox"/> | OH | <input type="checkbox"/> | OK | <input type="checkbox"/> | OR | <input type="checkbox"/> | PA | <input type="checkbox"/> |
| RI | <input type="checkbox"/> | SC | <input type="checkbox"/> | SD | <input type="checkbox"/> | TN | <input type="checkbox"/> | TX | <input type="checkbox"/> | UT | <input type="checkbox"/> | VT | <input type="checkbox"/> | VA | <input type="checkbox"/> | WA | <input type="checkbox"/> | WV | <input type="checkbox"/> | WI | <input type="checkbox"/> | WY | <input type="checkbox"/> | PR | <input type="checkbox"/> |

Full Name (Last name first, if individual)

n/a

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

| | | | | | | | | | | | | | | | | | | | | | | | | | |
|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|
| AL | <input type="checkbox"/> | AK | <input type="checkbox"/> | AZ | <input type="checkbox"/> | AR | <input type="checkbox"/> | CA | <input type="checkbox"/> | CO | <input type="checkbox"/> | CT | <input type="checkbox"/> | DE | <input type="checkbox"/> | DC | <input type="checkbox"/> | FL | <input type="checkbox"/> | GA | <input type="checkbox"/> | HI | <input type="checkbox"/> | ID | <input type="checkbox"/> |
| IL | <input type="checkbox"/> | IN | <input type="checkbox"/> | IA | <input type="checkbox"/> | KS | <input type="checkbox"/> | KY | <input type="checkbox"/> | LA | <input type="checkbox"/> | ME | <input type="checkbox"/> | MD | <input type="checkbox"/> | MA | <input type="checkbox"/> | MI | <input type="checkbox"/> | MN | <input type="checkbox"/> | MS | <input type="checkbox"/> | MO | <input type="checkbox"/> |
| MT | <input type="checkbox"/> | NE | <input type="checkbox"/> | NV | <input type="checkbox"/> | NH | <input type="checkbox"/> | NJ | <input type="checkbox"/> | NM | <input type="checkbox"/> | NY | <input type="checkbox"/> | NC | <input type="checkbox"/> | ND | <input type="checkbox"/> | OH | <input type="checkbox"/> | OK | <input type="checkbox"/> | OR | <input type="checkbox"/> | PA | <input type="checkbox"/> |
| RI | <input type="checkbox"/> | SC | <input type="checkbox"/> | SD | <input type="checkbox"/> | TN | <input type="checkbox"/> | TX | <input type="checkbox"/> | UT | <input type="checkbox"/> | VT | <input type="checkbox"/> | VA | <input type="checkbox"/> | WA | <input type="checkbox"/> | WV | <input type="checkbox"/> | WI | <input type="checkbox"/> | WY | <input type="checkbox"/> | PR | <input type="checkbox"/> |

Full Name (Last name first, if individual)

n/a

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

| | | | | | | | | | | | | | | | | | | | | | | | | | |
|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|----|--------------------------|
| AL | <input type="checkbox"/> | AK | <input type="checkbox"/> | AZ | <input type="checkbox"/> | AR | <input type="checkbox"/> | CA | <input type="checkbox"/> | CO | <input type="checkbox"/> | CT | <input type="checkbox"/> | DE | <input type="checkbox"/> | DC | <input type="checkbox"/> | FL | <input type="checkbox"/> | GA | <input type="checkbox"/> | HI | <input type="checkbox"/> | ID | <input type="checkbox"/> |
| IL | <input type="checkbox"/> | IN | <input type="checkbox"/> | IA | <input type="checkbox"/> | KS | <input type="checkbox"/> | KY | <input type="checkbox"/> | LA | <input type="checkbox"/> | ME | <input type="checkbox"/> | MD | <input type="checkbox"/> | MA | <input type="checkbox"/> | MI | <input type="checkbox"/> | MN | <input type="checkbox"/> | MS | <input type="checkbox"/> | MO | <input type="checkbox"/> |
| MT | <input type="checkbox"/> | NE | <input type="checkbox"/> | NV | <input type="checkbox"/> | NH | <input type="checkbox"/> | NJ | <input type="checkbox"/> | NM | <input type="checkbox"/> | NY | <input type="checkbox"/> | NC | <input type="checkbox"/> | ND | <input type="checkbox"/> | OH | <input type="checkbox"/> | OK | <input type="checkbox"/> | OR | <input type="checkbox"/> | PA | <input type="checkbox"/> |
| RI | <input type="checkbox"/> | SC | <input type="checkbox"/> | SD | <input type="checkbox"/> | TN | <input type="checkbox"/> | TX | <input type="checkbox"/> | UT | <input type="checkbox"/> | VT | <input type="checkbox"/> | VA | <input type="checkbox"/> | WA | <input type="checkbox"/> | WV | <input type="checkbox"/> | WI | <input type="checkbox"/> | WY | <input type="checkbox"/> | PR | <input type="checkbox"/> |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security | Aggregate Offering Price | Amount Already Sold |
|---|-----------------------------|------------------------|
| Debt..... | \$ _____ | \$ _____ |
| Equity..... | \$ <u>4,653,455.95</u> | \$ <u>2,624,999.52</u> |
| <input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants) | \$ _____ | \$ _____ |
| Partnership Interests | \$ _____ | \$ _____ |
| Other (Specify _____) | \$ _____ | \$ _____ |
| Total..... | \$ _____ | \$ _____ |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| | Number Investors | Aggregate Dollar Amount of Purchases |
|--|---------------------|--|
| Accredited Investors | <u>2</u> | \$ <u>2,624,999.52</u> |
| Non-accredited Investors | <u>0</u> | <u>0</u> |
| Total (for filings under Rule 504 only)..... | _____ | \$ _____ |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

| Type of Offering | Type of Security | Dollar Amount Sold |
|-------------------|---------------------|-----------------------|
| Rule 505 | _____ | \$ _____ |
| Regulation A..... | _____ | \$ _____ |
| Rule 504 | _____ | \$ _____ |
| Total | <u>0</u> | \$ <u>0</u> |

- 4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| | |
|--|--|
| Transfer Agent's Fees | <input type="checkbox"/> \$ _____ |
| Printing and Engraving Costs..... | <input type="checkbox"/> \$ _____ |
| Legal Fees..... | <input checked="" type="checkbox"/> \$ <u>100,000.00</u> |
| Accounting Fees..... | <input type="checkbox"/> \$ _____ |
| Engineering Fees..... | <input type="checkbox"/> \$ _____ |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> \$ _____ |
| Other Expenses (identify) | <input type="checkbox"/> \$ _____ |
| Total..... | <input checked="" type="checkbox"/> \$ <u>100,000.00</u> |

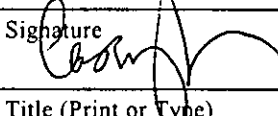
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| | | |
|---|--|------|
| Issuer (Print or Type) VeloMedix, Inc. | Signature  | Date |
| Name (Print or Type) Casey McGlynn | Title (Print or Type) Secretary | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

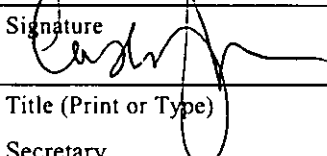
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes ☐ No ☒

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3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| | | |
|---|--|------|
| Issuer (Print or Type) VeloMedix, Inc. | Signature  | Date |
| Name (Print or Type) Casey McGlynn | Title (Print or Type) Secretary | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 | 2 | | 3 | 4 | | | | 5 | |
|-------|--|----|--|--|----------------|---|--------|---|----|
| | Intend to sell to non-accredited investors in State (Part B-Item 1) | | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
| State | Yes | No | Convertible Promissory Notes Warrants to Purchase Common Stock | Number of Accredited Investors | Amount | Number of Non- Accredited Investors | Amount | Yes | No |
| AL | | | | | | | | | |
| AK | | | | | | | | | |
| AZ | | | | | | | | | |
| AR | | | | | | | | | |
| CA | | | | | | | | | |
| CO | | | | | | | | | |
| CT | | X | Series A-1 Preferred Stock 4,553,455.95 | 2 | \$4,553,455.95 | 0 | \$0.00 | | X |
| DE | | | | | | | | | |
| DC | | | | | | | | | |
| FL | | | | | | | | | |
| GA | | | | | | | | | |
| HI | | | | | | | | | |
| ID | | | | | | | | | |
| IL | | | | | | | | | |
| IN | | | | | | | | | |
| IA | | | | | | | | | |
| KS | | | | | | | | | |
| KY | | | | | | | | | |
| LA | | | | | | | | | |
| ME | | | | | | | | | |

APPENDIX

| 1 | 2 | | 3 | 4 | | | | 5 | |
|-------|--|----|--|--|--------|---|--------|---|----|
| | Intend to sell to non-accredited investors in State (Part B-Item 1) | | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
| State | Yes | No | Convertible Promissory Notes Warrants to Purchase Common Stock | Number of Accredited Investors | Amount | Number of Non- Accredited Investors | Amount | Yes | No |
| MD | | | | | | | | | |
| MA | | | | | | | | | |
| MI | | | | | | | | | |
| MN | | | | | | | | | |
| MS | | | | | | | | | |
| MO | | | | | | | | | |
| MT | | | | | | | | | |
| NE | | | | | | | | | |
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| NJ | | | | | | | | | |
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| NY | | | | | | | | | |
| NC | | | | | | | | | |
| ND | | | | | | | | | |
| OH | | | | | | | | | |
| OK | | | | | | | | | |
| OR | | | | | | | | | |
| PA | | | | | | | | | |
| RI | | | | | | | | | |

1

2

3

4

5

Intend to sell
to non-accredited
investors in State
(Part B-Item 1)

Type of security
and aggregate
offering price
offered in state
(Part C-Item 1)

Convertible
Promissory Notes

Type of investor and
amount purchased in State
(Part C-Item 2)

Disqualification
under State ULOE
(if yes, attach
explanation of
waiver granted)
(Part E-Item 1)

| State | Yes | No | Warrants to Purchase Common Stock | Number of Accredited Investors | Amount | Number of Non- Accredited Investors | Amount | Yes | No |
|-------|-----|----|---|--------------------------------------|--------|---|--------|-----|----|
| SC | | | | | | | | | |
| SD | | | | | | | | | |
| TN | | | | | | | | | |
| TX | | | | | | | | | |
| UT | | | | | | | | | |
| VT | | | | | | | | | |
| VA | | | | | | | | | |
| WA | | | | | | | | | |
| WV | | | | | | | | | |
| WI | | | | | | | | | |
| WY | | | | | | | | | |
| PR | | | | | | | | | |

END